

Air Cadet League of Canada (Quebec and Ottawa Valley)

General By-laws



CPQVO-401

September 2023

Table of Content

1.	Introduction and basic principles	1
1.1	Corporate seal	1
1.2	Head office	1
1.3	Definitions	1
1.4	Mission, vision and values.....	3
1.4.1	Mission	3
1.4.2	Vision.....	3
1.4.3	Values.....	3
2.	Members	3
2.1	Conditions of membership.....	3
2.2	Membership categories	4
2.2.1	Voting members.....	4
2.2.2	Non-voting members	4
2.2.3	Honorary members.....	4
2.3	Membership card	4
2.4	Administrative revocation of membership.....	5
2.5	Sanction.....	5
2.6	Assessment fees.....	5
3.	General meetings of members.....	5
3.1	Composition	5
3.2	Quorum	5
3.3	Voting rights.....	6
3.3.1	Majority.....	6
3.3.2	Voting.....	6
3.4	Annual general meeting.....	6
3.5	Special general meeting.....	7
3.6	Notice of meeting	7
3.6.1	Waiver of notice of meeting	7
3.7	Rules of procedure	7
4.	Board of directors	8
4.1	Powers of the Board	8
4.2	Conditions of eligibility	8
4.3	Election of the directors.....	8
4.3.1	Exceptional cases	9
4.3.2	Nomination committee.....	9
4.4	Dismissal.....	10
4.5	Withdrawal of a director.....	10
4.6	Vacancy	10

4.7	Compensation	11
4.8	Ethics and confidentiality	11
4.9	Meetings of the Board	11
4.9.1	Convocation	11
4.9.2	Notice of meeting	11
4.9.3	Waiver of notice of meeting	11
4.9.4	Quorum	11
4.9.5	Participation by electronic means	11
4.9.6	Resolution in lieu of meeting	12
4.9.7	Methods of voting	12
5.	Committees	12
5.1	Committees of the Board	12
5.1.1	Standing committee on sectors	12
5.1.2	Standing committee on portfolios	12
5.1.3	<i>Ad Hoc</i> committees	12
5.2	External committees	13
5.2.1	Portfolio committees	13
5.2.2	Regional committees	13
6.	The officers	13
6.1	Designation of officers	13
6.1.1	Chairperson	14
6.1.2	Past chairperson	14
6.1.3	1 st vice-chairperson	14
6.1.4	2 nd vice-chairperson	14
6.1.5	Secretary	15
6.1.6	Treasurer	15
6.2	Delegation of the powers of an officer	15
7.	Responsibilities of directors	15
7.1	Limitations of liability	15
7.2	Indemnity	16
8.	Financial provisions	16
8.1	Fiscal year of the organization	16
8.2	Bank transactions	16
8.3	Borrowing power	16
9.	Administration	17
9.1	Records	17
9.2	Representatives of the Corporation	17
9.3	Signature of documents	17
9.4	Organizational structure	18
10.	Other provisions	18

10.1	Dissolution.....	18
10.2	Adoption, repeal and amendment of the by-laws.....	18
10.3	Amendment to Letters Patent	18
10.4	Ratification	18
Appendix A - Operating rules and duties of the SSC.....		20
1.	Elections and screening	20
2.	Finance	20
3.	Fundraising.....	21
4.	Communications	21
5.	Fiscal year end.....	21
6.	General obligations of the SSC.....	21

1. Introduction and basic principles

The Air Cadet League of Canada (Quebec and Ottawa Valley) (QOVPC) is an authorized provincial committee of the Air Cadet League of Canada (ACLC). As required by the ACLC, the QOVPC is incorporated under the laws of the province in which its head office is located, namely the province of Quebec. The QOVPC operates in the area comprising the province of Quebec and the Ottawa Valley, which includes squadrons located in Ottawa and surrounding areas.

As a provincial committee of the ACLC, the QOVPC is guided by and respects the principles, rules and guidelines established by the ACLC. In this regard, the QOVPC is party to an affiliation agreement with the ACLC.

This document represents the official version of the QOVPC's general regulations. They must be interpreted in accordance with Part III of the Quebec Companies Act (R.S.Q., chapter C-38), including any subsequent amendment and any law affecting the replacement thereof, hereinafter referred to as the Act.

Words and expressions defined in the Act have the same meaning for the purposes of these regulations. Other documents that direct the work of the QOVPC are:

- The ACLC's Administrative Policies and Procedures Manual;
- The ACLC's General By-Laws;
- The Affiliation Agreement between the ACLC and the QOVPC; and
- The QOVPC's incorporating documents, specifically the letters patent that incorporated us under the Companies Act, dated April 8, 1976 and January 7, 2019.

1.1 Corporate seal

The organization's seal shall bear the following inscriptions: "*Air Cadet League – Québec and Vallée de l'Outaouais*", the form of which is determined by the Board of Directors (the Board). It may only be used with the consent of the Chairperson or the Secretary and is authenticated by the Chairperson's or the Secretary's signature.

1.2 Head office

The head office of the corporation is located in the city of Saint-Jean-sur-Richelieu at the address determined from time to time by the Board of Directors.

1.3 Definitions

- "*Advisory council*"
The Advisory Council of the QOVPC comprises of all past chairpersons of the QOVPC upon completion of their term as such. The Chair of this Council shall be the immediate past Chair of the Board or, in the absence of the immediate past Chair, the most recent past Chair of the Board who is still active. The Advisory Council is given certain mandates by the Board of Directors.

- *"Air Cadet"* and *"Cadet"*
Young person between the ages of 12 and 18 years old duly enrolled in a recognized air cadet squadron.
- *"Air Cadet League of Canada"* hereafter called "ACLC"
A corporation without share capital originally incorporated under the Canada Corporations Act by letters patent granted on April 9, 1941 and continued under the *Canada Not-for-profit Corporations Act*.

The ACLC has entered into a Memorandum of Understanding with the Department of National Defence Canada (hereinafter "DND"), as amended or replaced from time to time, which outlines the roles and responsibilities of the ACLC, of its provincial/territorial committees and its squadron sponsoring committees, as well as of DND for the proper and effective implementation of the Air Cadet Program.

- *"Policy and Procedures Manual"* hereafter called National manual
Refers to the ACLC Manual dealing with the structure and operations of the League, which includes all approved League policies to be followed by Provincial Committees and SSCs in Canada.
- *"Regional committee"*
A regional team designed to monitor and provide support to the squadron sponsoring committees in that region. Each regional committee consists of a Regional Coordinator responsible for the region and a team of squadron advisors who vary in number. The regional coordinator is appointed by the Board based on the recommendation of the director responsible for the sector in which the Regional Committee is located. The regional coordinator recommends his or her own team from among the available volunteers to the sector director. All members of a regional committee must have completed the screening process in order to be a member in good standing of the QOVPC.
- *"Squadron"*
Means a specific group of Air Cadets organized in accordance with Section 46 of the National Defense Act.
- *"Squadron sponsoring committee"* hereafter called "SSC"
A group of individuals forming a civilian committee accepted by ACLC and the QOVPC, who have signed an Affiliation Agreement with the QOVPC, who work with the QOVPC in direct collaboration with the officers and cadets of their squadron. The SSC is duly authorized to represent the League at the local level under the direction of the QOVPC. The SSC is subject to these Bylaws and the policies of the QOVPC. All members and volunteers of the SSC must have completed the screening process and thus be members of the QOVPC.

1.4 Mission, vision and values

1.4.1 Mission

To promote and encourage youth in Quebec and Ottawa Valley to develop and maintain an interest in the fields of leadership, aviation and citizenship, in partnership with the Canadian Armed Forces and the community.

1.4.2 Vision

A progressive civilian organization focused on excellence in support of its members and the Air Cadet Program.

1.4.3 Values

- Integrity
- Respect
- Inclusiveness
- Commitment
- Teamwork
- Continuous improvement.

2. Members

All members of the QOVPC must be volunteers and have a sincere interest in the organization. They must also adhere to the mission and objectives of the QOVPC and respect its bylaws and policies.

2.1 Conditions of membership

Any individual wishing to become a member of the QOVPC must, in order to do so, meet the following membership requirements

- Be a legal resident of Canada or a Canadian citizen living abroad;
- Be at least eighteen (18) years old;
- Have completed the QOVPC registration and screening process; and
- Have had their membership confirmed by the QOVPC.

Serving members of the Canadian Forces (Regular and Reserve) who work directly in the Air Cadet Program, civilian instructors associated with the Cadet Program, and cadets are not eligible to be members of the QOVPC. The Executive Director and staff of the Office of the Registrar may not be members of the QOVPC. Members of the Canadian Forces who are not directly employed in the Air Cadet Program may be members of the QOVPC, but their participation must be approved in writing by their immediate Commanding Officer and endorsed by the QOVPC Board.

The nomination of any person whose membership in the ACLC or in any of its provincial committees (including the QOVPC) has been revoked must be presented to the Board of Directors for its approval before being considered.

2.2 Membership categories

The QOVPC recognizes the three (3) categories of membership described below.

2.2.1 Voting members

Voting members include the following individuals, once they have met the required membership requirements:

- The chairperson of each SSC recognized by the QOVPC or any other SSC Board member who is in possession of a resolution of his or her SSC specifically designating him or her in lieu of the chairperson (SSC representation);
- The regional coordinator of each regional committee or any other squadron advisor member of the regional committee who is in possession of a resolution of his/her regional committee specifically designating him/her in place of the regional coordinator (regional representation);
- QOVPC directors (Board members); and
- Members of the Advisory Board.

Voting members have the right to vote and to speak at general meetings of members.

2.2.2 Non-voting members

Non-voting members include the individuals listed below, once they have met the required membership requirements:

- Volunteers involved with the QOVPC, SSCs and regional committees excluding those who are voting members.

2.2.3 Honorary members

The QOVPC may designate as an honorary member any individual who has made a significant contribution to the Air Cadet Program and has achieved outstanding distinction in a related field, according to the following process:

- Any QOVPC member may nominate a candidate for Honorary Membership by submitting the candidate's nomination, in writing, to the Board.
- The list of suggested honorary members must be presented to the Nominating Committee by the Board of Directors by May 31.
- The list of honorary members will then be presented by the Nominating Committee at the annual general meeting of the QOVPC membership.

2.3 Membership card

A membership card will be issued to each member after having *completed successfully* the QOVPC screening process. Membership cards must be signed by the appropriate authorities as per ACLC guidelines.

2.4 Administrative revocation of membership

Membership may be revoked for administrative reasons, including:

- The member dies;
- The member ceases to comply with the conditions of membership of the QOVPC;
- The member submits a written resignation to the president of the QOVPC; or
- The provincial committee is wound up or dissolved under the Act.

The rights of the member automatically cease to exist upon termination of membership.

2.5 Sanction

The Board may suspend, expel or otherwise sanction any member of the QOVPC who fails to comply with its bylaws or policies, including the Code of Conduct and the Code of Ethics for members, or whose conduct is otherwise deemed detrimental to the QOVPC.

The Board of Directors shall, before pronouncing the suspension or expulsion of a member, succinctly inform the member concerned of the information by sending a letter by registered mail or e-mail, advising them of the date, time and place of the hearing of their case and informing them of their right to be heard. The Board of Directors may delegate its power to impose sanctions, all within the framework of a disciplinary policy adopted by resolution.

2.6 Assessment fees

In accordance with the terms of the National manual, an annual fee is payable by the SSC to the QOVPC. The Board of Directors determines the amount of the fee and the time and manner of payment.

3. General meetings of members

3.1 Composition

The general meeting of members shall consist of the voting members. Any non-voting member may be invited by the chairperson to attend general meetings of members, but shall not be entitled to vote or speak.

3.2 Quorum

The quorum for any general meeting shall consist of the presence of at least 30% of the voting members.

In addition, the following groups must be represented by at least 25% of their respective members:

- The chairperson of each SSC recognized by the QOVPC or any other SSC Board member who is in possession of a resolution of his or her SSC specifically designating him or her in lieu of the chairperson (SSC representation);

- The regional coordinator of each regional committee or any other squadron advisor member of the regional committee who is in possession of a resolution of his/her regional committee specifically designating him/her in place of the regional coordinator (regional representation); and
- QOVPC Directors (Board members).

If applicable, resolutions must be filed with the secretary of the meeting before the meeting begins.

No business shall be transacted at a general meeting of members until a quorum is present. A quorum shall be verified and announced by the secretary at the beginning of the meeting and shall be maintained throughout the meeting.

3.3 Voting rights

All voting members shall be entitled to vote at general meetings of members. Each voting member is entitled to one (1) vote.

For the purpose of calculating a simple majority, abstentions shall not be counted. An abstention is a refusal to vote.

3.3.1 Majority

Subject to the specific provisions of the law or these by-laws, any question submitted to the members at a general meeting shall be decided by a simple majority (50% + 1) of the votes cast on the question. The chairperson of the meeting does not have a deciding vote.

3.3.2 Voting

Voting shall be by a show of hands, unless a voting member requests a secret ballot. In the case of a virtual meeting, an appropriate technology must be used.

3.4 Annual general meeting

Within four months following the end of the QOVPC's fiscal year, an annual general meeting (AGM) of members shall be held at a date, time and place determined by the Board of Directors, in order to:

- Review the financial statements;
- Elect the directors;
- Review the auditor's or accountant's report;
- Appoint an external auditor;
- Appoint a firm of legal representatives;
- Ratify the acts of the Board; and
- Review any questions that have been submitted.

The annual general meeting may be held by means that permit all participants to communicate immediately with each other. They shall then be deemed to have attended the meeting. The Board shall determine the manner and period of advance registration, if any, to be observed by participants, all of which shall be specified in the notice of meeting.

3.5 Special general meeting

A special general meeting of the QOVPC's voting members may be convened at any time:

- by the Board, through a resolution; or
- upon receipt by the secretary of the QOVPC of a written request, signed by at least 20 voting members, indicating the objects of the proposed meeting, the directors shall then call a special general meeting of the members for the purpose of transacting the business mentioned in the request, all in accordance with section 99 of Quebec's *Companies Act*.

A special meeting must be convened for decision-making on one or more specific topics. The convocation notice for any special general meeting must indicate all topics to be discussed. No topic other than those for which the meeting was convened can be added to the agenda, discussed or be the object of a resolution during a special general meeting.

The special general meeting may be held by means that allow all participants to communicate immediately with each other. They are then deemed to have attended the meeting. The Board or the voting members calling the meeting shall determine the manner and period of advance registration, if any, to be observed by the participants, all of which shall be specified in the notice of meeting.

3.6 Notice of meeting

A notice of meeting to a general meeting must be sent by regular mail or email to all voting members (section 3.2.1) specifying the date, time, place and the agenda or topics for discussion in accordance to the following timelines:

- at least twenty-one (21) calendar days prior to an annual general meeting; or
- at least ten (10) calendar days prior to a special general meeting.

In the case of an annual general meeting, voting members may provide their comments or additions in writing to the board of directors at least ten (10) calendar days before the meeting.

3.6.1 Waiver of notice of meeting

A general meeting may be held at any time and for any reason, without the notice of meeting prescribed above, provided that the majority of voting members waive the obligation of notice in writing, by e-mail or other written form.

This waiver of the notice of meeting may be made before, during or after the meeting is held. Moreover, the presence of a voting member at the meeting is equivalent to such a waiver, unless such a member is specifically attending to oppose the meeting because it was not properly convened.

3.7 Rules of procedure

The presiding officer shall determine the applicable procedure.

4. Board of directors

The Board is composed of fifteen (15) directors.

4.1 Powers of the Board

The Board administers the affairs of the QOVPC and exercises all the powers expressly reserved to it by law.

The Board shall perform all acts necessary for the realization of the objects of the QOVPC, in accordance with the Act, the letters patent and the general by-laws, and shall adopt new by-laws or amend them, as the case may be, and shall adopt such resolutions as may be necessary for the realization of the objects of the Corporation.

Without derogating in any way from the foregoing, the Board is expressly authorized at any time to:

- Take necessary steps to support SSCs
- Purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of any real, personal or mixed real and personal property, together with any right or interest therein, for such price and on such terms and conditions as it may deem just;
- Adopt any policy to govern the exercise of its powers, including, but not limited to: a Disciplinary Policy, a Code of Ethics for Directors, a Directors' Confidentiality Agreement, etc;
- Make decisions regarding the hiring of employees, purchases and expenditures it may authorize, contracts and obligations it may enter into;
- Determine the terms and conditions of membership in accordance with the terms and conditions set out in the Handbook;
- Hire the Executive Director;
- See that the by-laws are enforced and the resolutions carried out.

4.2 Conditions of eligibility

To be eligible to serve on the Board, an individual must be a member in good standing of the QOVPC, have the qualifications and experience required for the position as per the current job description, and to not be in personal bankruptcy. An individual who has held the position of executive director or has been an employee of the provincial office may be elected to the Board, but would only be eligible to serve as a portfolio director for two years following the end of his/her employment.

4.3 Election of the directors

Fourteen (14) Directors shall be elected each year at the annual general meeting of members. Each director is elected for a one-year term (renewable) and remains in office unless he/she resigns or his/her position becomes vacant for other reasons (e.g. death, removal).

The past president shall automatically be a member of the Board.

The director appointed as chairperson of the Board becomes the provincial chairperson. The term of office shall be one year, renewable for one additional year.

Nominations for elected positions on the Board shall be made at the annual general meeting by the nomination committee.

4.3.1 Exceptional cases

It is the responsibility of the Board to ensure the functioning and continuity of the organization. However, exceptional circumstances may affect the ability of the Board to fulfill this duty, for example, the lack of a qualified successor to the chairperson following the absence or withdrawal of the 1st vice-chairperson.

In such cases, the Board has the authority to extend the term of office of one or more of its directors. In order to do so, the Board must approve a resolution by two thirds of members indicating the director(s) concerned, as well as the duration and the reason for the extension. The Board will also be required to inform the membership at the next Annual General Meeting.

4.3.2 Nomination committee

The nomination committee is responsible to seek individuals to fill positions on the board of directors and recommending the election of the entire Board at the annual general meeting.

The nomination committee shall consist of the following positions:

- The immediate past chairperson of the board (who is automatically chairperson of the nomination committee);
- One other member of the advisory board, appointed by the advisory board;
- The current chairperson and 1st vice-chairperson of the board; and
- Two regional coordinators, each with a minimum of three (3) years experience with the League, who shall be nominated by the membership at the annual general meeting for election the following year.

Members of the nomination committee are named for a one year renewable mandate. The composition of the nomination committee for the year will be tabled at the annual general meeting of members for ratification.

At the beginning of the mandate, the chair of the nomination committee shall establish how the committee will operate and the expected timelines. This information shall be provided to the members of this committee as well as to the chairperson of the board.

The nomination committee shall diligently evaluate proposed candidates based on the mission, goals and needs of the QOVPC and the expertise of each candidate.

Regional coordinators serving on the nomination committee shall not be eligible to be nominated for a position on the Board of directors in the same year.

The chairperson of the nomination committee or his/her designee shall make a formal proposal for appointment. The proposal shall include the names of the proposed members for the position of:

- Chairperson
- 1st Vice-chairperson

- Directors

This proposal must be submitted to the current provincial committee chairperson no later than 30 calendar days before the scheduled date of the annual general meeting.

During the annual general meeting, the assembly will vote on the entire proposal submitted by the nomination committee.

4.4 Dismissal

Directors may be removed from office at any time prior to the expiration of their term by resolution of the members passed at a special general meeting called for that purpose.

A director may be removed from office for serious breach of the Code of Ethics or for gross misconduct by a resolution passed by a majority of the directors and confirmed by the voting members at an annual or special general meeting called for that purpose.

4.5 Withdrawal of a director

A director ceases to be a member of the Board and to hold office if he or she:

- submits his or her resignation in writing to the Chair of the Board;
- ceases to meet the eligibility criteria;
- becomes bankrupt or is declared insolvent;
- is removed from office;
- fails to deliver to the secretary of the corporation within 30 days of his or her election the signed Confidentiality Agreement and Code of Ethics for Directors prescribed by the QOVPC; or
- has been absent from four (4) consecutive meetings of the Board without proper justification.

4.6 Vacancy

Any director whose office becomes vacant by death, retirement or removal may be replaced by resolution of the Board. The replacement shall hold office until the end of the term of the predecessor.

In the event of a vacancy in the office of the immediate past president, whether temporary or permanent, the Advisory Council may appoint one of its members to fill the vacancy for the remainder of the term. The Board of Directors shall confirm the appointment of the new director by resolution.

It shall be at the discretion of the directors remaining in office to fill vacancies and in the interim the directors may continue to act so long as a quorum remains.

4.7 Compensation

Board members shall not be compensated in the normal course of their duties, but may be reimbursed for expenses incurred in the performance of those duties, in accordance with existing policies and procedures and to the extent that the QOVPC's financial capacity permits.

4.8 Ethics and confidentiality

Each director must respect the Code of Ethics for Directors and maintain the strictest confidentiality with regard to the deliberations and decisions made by the Board of Directors. The director must therefore sign the Code of Ethics for Directors and the Confidentiality Agreement prescribed by the QOVPC and submit them to the secretary of the corporation no later than 30 days following his or her election, failing which he or she will be disqualified and will cease to sit on the Board.

4.9 Meetings of the Board

The Board shall meet at least six (6) times per year according to a predetermined schedule. The executive director (or his/her representative) shall attend all meetings of the Board and its committees, unless otherwise specified.

4.9.1 Convocation

The meetings of the Board are convened by the QOVPC secretary:

- At the request of the chairperson; or
- At the written request of a majority of members of the Board.

4.9.2 Notice of meeting

A notice of meeting specifying the date, time, place and business to be discussed at the meeting must be sent by e-mail to all directors at least five (5) calendar days prior to the meeting.

4.9.3 Waiver of notice of meeting

A director may at any time and in any manner waive notice of, or otherwise consent to, any meeting of the Board. The attendance of a director at a meeting of the Board shall constitute waiver of notice of the meeting, except where the director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.9.4 Quorum

A majority of the directors (50% + 1) shall constitute a quorum for the transaction of business at meetings of the Board. Quorum shall be verified at the beginning of the meeting and shall be maintained for the duration of the meeting.

4.9.5 Participation by electronic means

A meeting may be held by means that permit all participants to communicate immediately with each other, such as by telephone or video conference. The directors shall then be deemed to have attended the meeting.

4.9.6 Resolution in lieu of meeting

Written resolutions that are approved by directors via e-mail have the same value as those adopted during a meeting. A copy of such resolutions must be kept in the QOVPC's registry of minutes and resolutions.

4.9.7 Methods of voting

Each director shall be entitled to one (1) vote. Any question arising at a meeting shall be decided by a majority of votes (50% + 1).

5. Committees

The Board may at any time establish standing or *ad hoc* committees to assist in the proper functioning of the QOVPC. The chair of each of these committees will be chosen from among its members at its first meeting.

5.1 Committees of the Board

Each of these committees shall be composed entirely or with a majority of members of the Board and may exercise all powers delegated to it by the Board for the day-to-day administration of the QOVPC. It must report to the Board and file the minutes recording the resolutions that have been made, and the Board may reverse or modify the decisions made, provided that the rights of third parties are not affected. Each of these committees shall meet as required and shall follow the same rules of procedure as for meetings of the Board.

5.1.1 Standing committee on sectors

The SCS monitors the sectors and their regions to ensure their proper functioning and makes recommendations to the Board regarding the creation/merger/closure of squadrons. The SCS is composed of the sector administrators and some of the officers (e.g., chairperson, past chairperson, 1st vice-chairperson, secretary).

5.1.2 Standing committee on portfolios

The SCP is primarily responsible for ensuring the proper functioning of the various working committees and for monitoring the progress of the files assigned to directors. The SCP is composed of the directors in charge of a portfolio and some of the officers (e.g., chairperson, past chairperson, 1st vice-chairperson, secretary, treasurer).

5.1.3 Ad Hoc committees

The Board will create temporary committees for specific issues or situations. These include, but are not limited to:

- the human resources committee;
- the document review committee; and
- the AGM committee.

5.2 External committees

To assist the Board in its work, it may also establish committees, the majority or all of whose members are not on the Board.

5.2.1 Portfolio committees

It is the responsibility of the portfolio directors to solicit the participation of members of regional and sponsoring committees by creating their own working committee to advance their files(s) and benefit from the expertise of other League members. Therefore, each portfolio director must form a committee of volunteers to support his/her efforts and to provide the expertise needed to benefit their issue. These include but are not limited to:

- The aviation committee;
- The education committee
- Communications and events committee; and
- The fundraising committee.

5.2.2 Regional committees

Each region has a regional committee which includes a coordinator and SSC advisors, and may also include the positions of treasurer, secretary and assistant coordinator. The regional coordinator is responsible for the effective operation of the SSCs under his/her authority, with the support of his/her team. The regional coordinator is also responsible for working with the DND regional officers to ensure coordination of issues in their region.

The composition of the regional committee must be documented annually by completing the CPQVO107 form. The regional coordinator shall ensure that the required documentation (including screening documents) of each member is completed or valid. The appointment of any squadron advisor must be approved by the director of their sector.

6. The officers

6.1 Designation of officers

At its first meeting following the annual general meeting, the Board shall designate the position to be held by each of its directors, with the exception of the chairperson, the past chairperson and the 1st vice-chairperson who are already appointed in office.

Thus, the officer positions are: Chairperson, past chairperson, 1st vice-chairperson, 2nd vice-chairperson, secretary and treasurer.

In addition to the duties assigned to them by law and these bylaws, their duties are described below.

6.1.1 Chairperson

The Chairperson, elected to this position at the AGM of the members, is the official spokesperson of the QOVPC and the chief executive officer of the Corporation. He/she shall be responsible for:

- Chairing the general meetings of members and Board meetings;
- Ensuring the planning, conduct and follow-up of Board meetings;
- Managing the internal affairs of the Corporation;
- Supporting the treasurer and executive director in the development of the annual budget for presentation to the Board; and
- Ensuring the realization of the organization's mission, the respect of the orientations taken and the implementation of all the resolutions of the Board.

6.1.2 Past chairperson

The past chairperson is automatically a member of the Board and an officer. He/she helps to ensure the continuity of the Board and its objectives and projects. The past chairperson shall facilitate the transition to a new Board of Directors and provide advice and support to the past chairperson. He/she may, upon request, replace the past chairperson for specific tasks or functions. He/she assumes responsibility for specific mandates given to him/her.

The past chairperson chairs the nomination committee.

6.1.3 1st vice-chairperson

The 1st vice-chairperson provides support to the chairperson. This position is considered to lead to the position of chairperson. The 1st vice-chairperson has the following responsibilities:

- To assist the chairperson in his or her duties and to officially replace the chairperson when he or she is absent or unable to carry out their duties;
- To assist the chairperson in the management of the Board;
- To chair any standing or ad hoc committee of the Board assigned to him/her and to ensure the implementation of its projects; and
- To assume any other mandate delegated by the Board.

6.1.4 2nd vice-chairperson

The 2nd vice-chairperson provides support to the 1st vice-chairperson. This position is considered to lead to the position of 1st chairperson. The 2nd vice-chairperson has the following responsibilities:

- To assist the 1st vice-chairperson in his or her duties and to officially replace the chairperson when he or she is absent or unable to carry out their duties;
- To assist the 1st vice-chairperson in the management of the Board and its committees;
- To attend all meetings of the Board and its committees (if applicable); and
- To assume any other duties delegated by the Board.

6.1.5 Secretary

The secretary works with the chairperson, the 1st vice-chairperson and/or the executive director to:

- Send out the required notices for all general meeting of members and meetings of the Board and its standing or ad hoc committees;
- Attend all meetings of the Board and its committees (if applicable);
- Prepare or arrange for the preparation of agendas and minutes of general meeting of members and meetings of the Board and its standing committees (SCS and SCI); and
- Lead the development and/or review/update of QOVPC documents (e.g., bylaws, policies, strategic plan).

6.1.6 Treasurer

The treasurer works with the chair and/or executive director to:

- Provide periodic financial monitoring;
- Raise any irregularities in accounting management;
- Ensure the availability of all required financial tracking documentation;
- Prepare the annual budget for presentation to the Board;
- In collaboration with the accountant, be the contact person for issues related to the Canada Revenue Agency;
- Attend all meetings of the Board and its committees (if applicable); and
- Participate in committees (e.g., fundraising committee) where his/her expertise is required.

6.2 Delegation of the powers of an officer

In case of absence, incapacity or the refusal of any officer of the corporation to act, or for any other reason that the Board may deem sufficient, the Board may delegate for the length of time necessary, all the powers or part of the powers of an officer to another officer or to a member of the Board.

7. Responsibilities of directors

7.1 Limitations of liability

No director or officer of the Corporation is responsible for the acts, cash receipts, negligence or faults of any other director, officer or employee.

Directors shall not be held liable for any losses, damages or expenditures incurred by the Corporation, due to:

- the insufficiency or the absence of title to such property or to assets that were acquired for the Corporation by order of the directors;
- the inadequacy or insufficiency of any guarantee used by the Corporation for the disposal or the investment of its funds or other property;

- any loss or damages resulting from bankruptcy, insolvency or the wrongful acts of any individual, company or corporation to whom have been entrusted any moneys, securities or other valuable assets of the Corporation;
- or for any other damages of any kind whatsoever incurred during the execution of their duties or in relation to their duties, unless these are caused by them directly or by their voluntary negligence.

7.2 Indemnity

The directors of the QOVPC are hereby authorized, with the approval or confirmation of the Board, to ensure that the corporation grants indemnity to any director or officer, as well as to their heirs, successors in interest and legal representatives, as needed and at any time, from the funds of the QOVPC:

- For all costs, fees and expenses that the director or officer incurs as the result of any law suit or litigation instituted against them by reason of any of the actions or decisions that they performed or permitted during the exercise of their duties, and
- Any other costs, fees and expenses that the director or officer incurs in relation to the business of the QOVPC, with the exception of those that were incurred by the director or officer's own negligence or voluntary omission.

For indemnification purposes, the Corporation shall maintain directors' and officers' liability insurance.

Directors and officers shall have no claim against the Corporation for gross negligence, for dishonest or fraudulent acts they have committed and for any wrongful act excluded from the insurance policy purchased.

8. Financial provisions

8.1 Fiscal year of the organization

Unless otherwise specified in a resolution of the Board, the fiscal year of the QOVPC shall end on June 30 of the current year.

8.2 Bank transactions

The banking business of the QOVPC shall be transacted at such bank, trust company or other institution or corporation carrying on banking business in Canada or elsewhere as the Board may designate, appoint or authorize. The banking business shall be transacted in whole or in part by an officer or officers of QOVPC or by such other persons as the Board may designate, direct or authorize by resolution.

8.3 Borrowing power

The directors may, when they deem it advisable:

- Borrow money upon the credit of the QOVPC;
- Issue bonds or other securities of the Corporation and pledge or sell the same for such sums and prices as may be deemed expedient; and
- Mortgage the real and personal property or otherwise encumber the personal property of the corporation.

9. Administration

9.1 Records

The QOVPC shall keep at its head office one or more registers in which shall be recorded:

- The original or a copy of its incorporating documents (Letters Patent);
- A copy of the general by-laws of the Corporation;
- The minutes of the annual and special general meetings, the meetings of the Board of Directors and the standing and ad hoc committees;
- A list of its members;
- A list of the Corporation's officers and staff;
- Annual reports of the Corporation;
- Annual financial reports, budgets, financial statements and budget estimates
- Secured claims; and
- Contracts, agreements and commitments relating to budgets or tasks for which the QOVPC is responsible.

9.2 Representatives of the Corporation

Only persons duly authorized by the Board for this purpose may officially bind and represent the QOVPC.

9.3 Signature of documents

Contracts, deeds or other documents requiring the signature of the Corporation shall be signed by two (2) members of the Board of Directors designated by the Board and, once signed, shall be binding on the QOVPC without further formality.

The Board is authorized to appoint, by resolution, certain of its members as signing officers and any securities broker as proxy for the transfer and stop of securities, bonds or other securities of the QOVPC.

The seal of the Corporation may be affixed as required to any contract, deed or other document binding on the QOVPC.

9.4 Organizational structure

The organizational structure of the QOVPC consists essentially of the general assembly of members, the Board of Directors and its committees, the regional committees and the Advisory Council. It also includes the provincial, regional and local levels. The Board adopts a document containing a description of the organizational structure (Organizational Structure) to visualize the operation of the Corporation and its main committees.

10. Other provisions

10.1 Dissolution

The dissolution of the QOVPC must be approved and adopted by 2/3 of the voting members present at an extraordinary general meeting convened for this purpose.

In the event of the liquidation of the QOVPC or the distribution of its assets, the latter shall be vested in one or more legal persons carrying on a similar activity. In this case, in such a situation and in accordance with the provisions of the National Guide, the assets shall be vested in the ACLC.

10.2 Adoption, repeal and amendment of the by-laws

The Board has the power to amend these by-laws, which shall be effective immediately upon adoption by the Board, except that amendments specifically made to the provisions contained in Schedule A shall not be effective until ratified by the voting members in accordance with the following paragraph.

Any amendment must be accepted by the ACLC's Board of Governors. Thereafter, in accordance with the provisions of the Companies Act, any amendment must be ratified by a majority (50% +1) of the voting members present at a general meeting of the members (either an annual meeting or a special meeting called for that purpose) in order to remain in force.

The text of any amendment to the bylaws of the organization shall be sent with the notice of the meeting at which it will be submitted to the voting members for ratification.

If the amendment to these by-laws is defeated or not ratified at the aforementioned meeting, it shall cease to have effect from that day forward.


10.3 Amendment to Letters Patent

Any amendment to the letters patent shall not come into force until the time provided for in accordance with Quebec's *Companies Act*.

10.4 Ratification

These General By-laws repeal and replace all previous General By-laws.

Adopted on the 14th day of February, 2023



Marie Christine Lalonde
Chairperson



Véronique Morisset
Secretary

Ratified on the 24th day of September, 2023

Appendix A - Operating rules and duties of the SSC

1. Elections and screening

The SSC shall consist of five (5) to eleven (11) directors. Any candidate for the position of director must be a member in good standing of the QOVPC. They must be elected annually (one-year renewable term) to serve from July 1 to June 30. The election must therefore take place before June 30 of each year in order for the directors to be in office for the beginning of the year. The election process must comply with the requirements of the QOVPC-602 form. The election chairperson must ensure that Form QOVPC-101 is completed and sent to the QOVPC by the deadline established by the QOVPC.

The positions within an SSC are as follows:

- Chairperson;
- 1st Vice-chairperson;
- 2nd Vice-chairperson;
- Treasurer;
- Secretary;
- Directors

The principal duties associated with each of these positions are identified in the SSC Operating Policy.

The newly elected SSC Chair is responsible for ensuring that all volunteers under his/her responsibility have completed the prescribed screening documents and have been accepted by the QOVPC as members before allowing them to serve on the SSC.

Any member of the Board of directors wishing to serve on an SSC must have the approval of the Board before applying.

2. Finance

In each squadron, the SSC is responsible for the bank account, which requires two (2) signatures for any money withdrawal. The committee must work with the Commanding Officer to validate any expenses incurred.

The committee must maintain the squadron's finances using the spreadsheet provided for this purpose, the ACC-9, and provide it upon request to the squadron advisor (or regional coordinator) up to three (3) times during the year. The committee must also maintain financial records for the squadron in order to answer any questions from the Canada Revenue Agency or Revenu Quebec.

The SSC must pay an annual assessment fee to the QOVPC. The amount of the fee is established by the Board of Directors based on the number of active cadets in the squadron as provided by DND.

The assessment fee established by the QOVPC is payable in two (2) equal instalments which must be received at the QOVPC offices before November 15 for the first instalment and before February 15 for the second, or as otherwise determined by the Board.

3. Fundraising

The SSC is responsible for organizing fundraising activities for the squadron. Activities that require cadet participation must be planned in consultation with the squadron's commanding officer.

4. Communications

Communications from the SSC should be primarily by email using the email addresses assigned by the QOVPC (@cadetsair.ca) on the Microsoft 365 app. All QOVPC documents and forms are available in this system. In each squadron, the positions of president and treasurer each have an e-mail address and thus have access to documents relevant to their work.

5. Fiscal year end

The SSC is responsible for completing and finalizing the ACC-9 and submitting it to its regional coordinator within three (3) months of the end of the fiscal year, i.e. before September 30. The documents for the Canada Revenue Agency and for Revenu Québec must be submitted to the provincial office at the same time.

6. General obligations of the SSC

The SSC must respect and comply with the screening procedure required for all its members and volunteers and must submit the required forms duly completed to the QOVPC.

The SSC must conduct its activities in accordance with the general rules of the QOVPC and the ACLC, as well as in accordance with applicable tax and privacy laws.

Unless first authorized by the QOVPC, the SSC agrees not to:

- Change its corporate name or business names and trademarks.
- Merge with any other corporation or entity.
- Transfer all or a substantial portion of its assets to a third party, including in the event of liquidation or dissolution.

The SSC must:

- Have appropriate space available at all times for the needs of the squadron;
- Respect the division of responsibilities and roles between the civilian/military, the QOVPC Board, the regional committee and the QOVPC employees;
- Participate and cooperate in activities relevant to the achievement of the League's goals, including fundraising and various meetings; and
- Ensure that its Board members and all volunteers complete the training required by the QOVPC for the positions they hold and encourage them to take further training.